

# EXHIBIT A

Private Wealth Management  
Deutsche Bank Alex. Brown

8080

Corporate Account Authorization and Terms and Conditions  
Officer's Certificate

Account Number: 8080

I, DAVID BERGSTEIN, the duly elected and acting PRESIDENT/SECRETARY

of SWARTZ IP SERVICES GROUP INC (the "Corporation") hereby certify that:

(1) The following resolutions were adopted by unanimous consent of the Board of Directors of the Corporation on the 2ND day  
of DECEMBER, 2010.

RESOLVED, that any persons designated by the BY-LAWS of the Corporation are authorized on behalf of the Corporation to:

- (A) Open and maintain one or more brokerage account(s) for and in the name of the Corporation at Deutsche Bank Securities Inc. (referred to herein as "Deutsche Bank Alex. Brown") (including any successor thereto);
- (B) Deposit, deliver, assign, withdraw and transfer funds, instruments and securities of any type;
- (C) Sell any securities owned by the Corporation;
- (D) Buy any securities in a cash account;
- (E) Buy, sell, sell securities short (including put and call options) in a margin account; and  (CHECK IF (E) IS INAPPLICABLE)
- (F) Execute all documents, and exercise and direct the exercise of all duties, rights, and powers, and take all actions necessary or appropriate to perform the powers enumerated above.

FURTHER RESOLVED, that the BY-LAWS of the Corporation shall certify in writing any changes in the powers, office or identity of those persons authorized to perform the powers enumerated above. Deutsche Bank Alex. Brown may rely upon any such certificate of authority furnished by the Corporation until written certification of any change in authority shall have been received by Deutsche Bank Alex. Brown. Any past action in accordance with this resolution is hereby ratified and confirmed. The powers enumerated above pertain to securities of any type now or hereafter held by the Corporation in its own right or in any fiduciary capacity. Powers previously certified by the Corporation shall not be affected by the dispatch or receipt of any other form of notice nor any change in the position with the Corporation held by any person so empowered. Any officer of the Corporation is hereby authorized to certify these resolutions to whom it may concern.

(2) Each of the following are authorized to perform the powers enumerated in the foregoing resolutions and by signing his or her name in this section 2 agrees on behalf of the Corporation to the Terms and Conditions attached hereto:  
(List name and corporate position)

DAVID BERGSTEIN

PRESIDENT

Name

Position

Signature

Name

Position

Signature

Name

Position

Name

Position

Signature

Signature

Deutsche Bank Alex. Brown is the Private Client Services Division of Deutsche Bank Securities Inc.



S-PWM-0186 Corp Acct Auth & T&C (3/10) ATLAS

WF0000317

- (3) The Corporation is duly organized and existing under the laws of the State of TEXAS and has the powers to take the actions authorized by the resolutions certified herein.
- (4) No action has been taken to rescind or amend said resolutions, and they are now in full force and effect.
- (5) No one other than the Corporation shall have any interest in any account opened and maintained in the name of the Corporation.
- (6) **THE TERMS AND CONDITIONS ON THE NEXT TWO PAGES CONTAIN A PRE-DISPUTE ARBITRATION CLAUSE AT PARAGRAPH 11.**

IN WITNESS WHEREOF, I have hereunto affixed my hand and the seal of the Corporation this 11 day of NOVEMBER 2011

SEAL



Signature of Certifying Officer

DAVID BERGSTEIN

Name of Certifying Officer

PRESIDENT/SECRETARY (SOLE OFFICER)

Corporate Title of Certifying Officer

Please note: A second certifying officer must sign if the first certifying officer is one of the persons listed in section 2.

\_\_\_\_\_  
Signature of Second Certifying Officer

\_\_\_\_\_  
Name of Second Certifying Officer

\_\_\_\_\_  
Corporate Title of Second Certifying Officer

IF THE CLIENT IS INCORPORATED OUTSIDE THE UNITED STATES, THE CLIENT MUST COMPLETE AND RETURN A FORM W-8 ALONG WITH THIS OFFICER'S CERTIFICATE.

Corporations Section  
P.O.Box 13697  
Austin, Texas 78711-3697



Hope Andrade  
Secretary of State

## Office of the Secretary of State

### CERTIFICATE OF FILING OF

Swartz IP Services Group Inc.  
File Number: 801350138

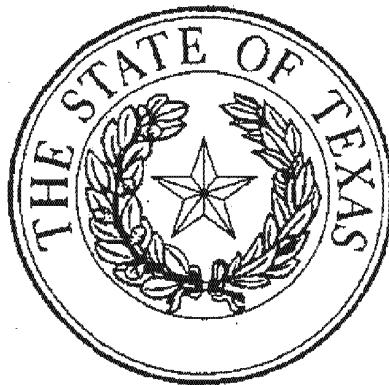
The undersigned, as Secretary of State of Texas, hereby certifies that a Certificate of Formation for the above named Domestic For-Profit Corporation has been received in this office and has been found to conform to the applicable provisions of law.

ACCORDINGLY, the undersigned, as Secretary of State, and by virtue of the authority vested in the secretary by law, hereby issues this certificate evidencing filing effective on the date shown below.

The issuance of this certificate does not authorize the use of a name in this state in violation of the rights of another under the federal Trademark Act of 1946, the Texas trademark law, the Assumed Business or Professional Name Act, or the common law.

Dated: 12/02/2010

Effective: 12/02/2010



A handwritten signature in black ink that reads "Hope Andrade".

Hope Andrade  
Secretary of State

Come visit us on the internet at <http://www.sos.state.tx.us/>

Phone: (512) 463-5555  
Fax: (512) 463-5709  
Dial: 7-1-1 for Relay Services

Fax: (512) 463-5709

Dial: 7-1-1 for Relay Services

**Form 201**

Secretary of State  
P.O. Box 13697  
Austin, TX 78711-3697  
FAX: 512/463-5709

Filing Fee: \$300



**Certificate of Formation  
For-Profit Corporation**

Filed in the Office of the  
Secretary of State of Texas  
Filing #: 801350138 12/02/2010  
Document #: 343365560002  
Image Generated Electronically  
for Web Filing

**Article 1 - Entity Name and Type**

The filing entity being formed is a for-profit corporation. The name of the entity is:

**Swartz IP Services Group Inc.**

The name must contain the word "corporation," "company," "incorporated," "limited," or an abbreviation of one of these terms. The name must not be the same as, deceptively similar to or similar to that of an existing corporate, limited liability company, or limited partnership name on file with the secretary of state. A preliminary check for "name availability" is recommended.

**Article 2 – Registered Agent and Registered Office**

A. The initial registered agent is an organization (cannot be corporation named above) by the name of:

**Vcorp Services, LLC**

**OR**

B. The initial registered agent is an individual resident of the state whose name is set forth below:

C. The business address of the registered agent and the registered office address is:

Street Address:

**10101 Fondren Road, Suite 515 Houston TX 77096**

**Consent of Registered Agent**

A. A copy of the consent of registered agent is attached.

**OR**

B. The consent of the registered agent is maintained by the entity.

**Article 3 - Directors**

The number of directors constituting the initial board of directors and the names and addresses of the person or persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and qualified are set forth below:

Director 1: **Aaron Grunfeld**

Address: **2049 Century Park East, Suite 3670 Los Angeles CA, USA 90067**

**Article 4 - Authorized Shares**

The total number of shares the corporation is authorized to issue and the par value of each of such shares, or a statement that such shares are without par value, is set forth below.

Number of Shares	Par Value (must choose and complete either A or B)	Class	Series
------------------	--	-------	--------

**100,000**

A. has a par value of **\$.001**

B. without par value.

If the shares are to be divided into classes, you must set forth the designation of each class, the number of shares of each class, and the par value (or statement of no par value), of each class. If shares of a class are to be issued in series, you must provide the designation of each series. The preferences, limitations, and relative rights of each class or series must be stated in space provided for supplemental information.

**Article 5 - Purpose**

The purpose for which the corporation is organized is for the transaction of any and all lawful business for which corporations may be organized under the Texas Business Organizations Code.

**Supplemental Provisions / Information**

[The attached addendum, if any, is incorporated herein by reference.]

**Effectiveness of Filing**

A. This document becomes effective when the document is filed by the secretary of state.

OR

B. This document becomes effective at a later date, which is not more than ninety (90) days from the date of its signing. The delayed effective date is:

The name and address of the organizer is set forth below.

**Effie Stern 5670 Wilshire Blvd. Suite 1530 Los Angeles CA 90036**

Ex. 101

The undersigned affirms that the person designated as registered agent has consented to the appointment. The undersigned signs this document subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument and certifies under penalty of perjury that the undersigned is authorized under the provisions of law governing the entity to execute the filing instrument.

**Effie Stern**

Signature of organizer

FILING OFFICE COPY

BY-LAWS OF  
SWARTZ IP SERVICES GROUP INC.,  
A TEXAS CORPORATION

ARTICLE I  
OFFICES

**Section 1.01 Offices.** The Corporation shall have its registered office in the State of Delaware, and may have such other offices and places of business within or outside the State of Delaware as the Board of Directors may from time to time determine or the business of the Corporation may require.

ARTICLE II  
STOCKHOLDERS

**Section 2.01 Place of Meetings.** Meetings of stockholders for any purpose may be held at such place or places, either within or outside the State of Texas, as shall be designated by the Board of Directors, or by the Chief Executive Officer or the President, as the case may be, with respect to meetings called by him.

**Section 2.02 Annual Meeting.** The annual meeting of stockholders shall be held on such date as may be determined by the Board of Directors. At such meeting, the stockholders shall elect a Board of Directors and transact such other business as may properly come before the meeting.

**Section 2.03 Special Meetings.** Special meetings of stockholders may be called at any time by the Board of Directors, a Chief Executive Officer or by the President, as the case may be and shall be called by the Chief Executive Officer or the President or Secretary, as the case may be, at the written request of stockholders owning a majority of the shares of the Corporation then outstanding and entitled to vote.

**Section 2.04 Notice of Meetings.** Written notice of the annual meeting or any special meeting of stock shall be given to each stockholder entitled to vote thereat, not less than ten nor more than sixty days prior to the meeting, except as otherwise required by statute, and shall state the time and place and, in the case of a special meeting, the purpose or purposes of the meeting. Notice need not be given, however, to any stockholder who submits a signed waiver of notice, before or after the meeting, or who attends the meeting in person or by proxy without objecting to the transaction of business.

**Section 2.05 Quorum.** At all meetings of stockholders, the holders of a majority of the stock issued and outstanding and entitled to vote thereat, present in person or represented by proxy, shall constitute a quorum for the transaction of business, except as otherwise provided by statute, the Certificate of Incorporation or these By-Laws. When a quorum is once present to organize a meeting, it is not broken by the subsequent withdrawal of any

stockholder.

**Section 2.06 Voting.** (a) At all meetings of stockholders, each stockholder having the right to vote thereat may vote in person or by proxy, and, unless otherwise provided in the Certificate of Incorporation or in any resolution providing for the issuance of any class or series of stock adopted by the Board of Directors pursuant to authority vested in the Board by the Certificate of Incorporation, shall have one vote for each share of stock registered in his name. Election of directors shall be by written ballot.

(b) When a quorum is once present at any meeting of stockholders, a majority of the votes cast, whether in person or represented by proxy, shall decide any question or proposed action brought before such meeting, except for the election of directors, who shall be elected by a plurality of the votes cast, or unless the question or action is one upon which a different vote is required by express provision of statute, the Certificate of Incorporation or these By-Laws or an agreement among stockholders, in which case such provision shall govern the vote on the decision of such question or action.

**Section 2.07 Adjourned Meetings.** Any meeting of stockholders may be adjourned to a designated time and place by a vote of a majority in interest of the stockholders present in person or by proxy and entitled to vote, even though less than a quorum is present, or by the Chief Executive Officer or the President, as the case may be if a quorum of stockholders is not present. No notice of such adjourned meeting need be given, other than by announcement at the meeting at which adjournment is taken, and any business may be transacted at the adjourned meeting which might have been transacted at the meeting as originally called. However, if such adjournment is for more than thirty days, or if after such adjournment a new record date is fixed for the adjourned meeting, a notice of the adjourned meeting shall be given to each stockholder of record entitled to vote at such meeting.

**Section 2.08 Action by Written Consent of Stockholders.** Any action of the stockholders required or permitted to be taken at any regular or special meeting thereof may be taken without any such meeting, notice of meeting or vote if a consent in writing setting forth the action thereby taken is signed by the holders of outstanding stock having not less than the number of votes that would have been necessary to authorize such action at a meeting at which all shares entitled to vote were present and voted. Prompt notice of the taking of any such action shall be given to any stockholders entitled to vote who have not so consented in writing.

**Section 2.09 Stockholders of Record.** (a) The stockholders from time to time entitled to notice of or to vote at any meeting of stockholders or any adjournment thereof, or to express consent to any corporate action without a meeting, or entitled to receive payment of any dividend or other distribution or the allotment of any rights, or entitled to exercise any rights in respect of any change, conversion or exchange of stock or for the purpose of any other lawful action, shall be the stockholders of record as of the close of business on a date fixed by the Board of Directors as the record date for any such purpose. Such a record date shall not precede the date upon which the resolution fixing the record date is adopted by the Board of Directors, and shall not, with respect to stockholder meetings, be

more than sixty days nor less than ten days before the date of such meeting, or, with respect to stockholder consents, more than ten days after the date upon which the resolution fixing the record date is adopted by the Board of Directors.

(b) If the Board of Directors does not fix a record date, (i) the record date for the determination of stockholders entitled to notice of or to vote at a meeting of stockholders shall be as of the close of business on the day next preceding the day on which notice of such meeting is given, or, if notice is waived as provided herein, on the day next preceding the day on which the meeting is held; (ii) the record date for determining stockholders entitled to express consent to corporate action in writing without a meeting, where no prior action by the Board of Directors is necessary, shall be the close of business on the day on which the first signed written consent setting forth the action taken or proposed to be taken is delivered to the Corporation; and (iii) the record date for determining stockholders for any other purpose shall be at the close of business on the day on which the resolution of the Board of Directors relating thereto is adopted.

### **ARTICLE III DIRECTORS**

**Section 3.01 Board of Directors.** The management of the affairs, property and business of the Corporation shall be vested in a Board of Directors, the members of which need not be stockholders. In addition to the power and authority expressly conferred upon it by these By-Laws and the Certificate of Incorporation, the Board of Directors may take any action and do all such lawful acts and things on behalf of the Corporation and as are not by statute or by the Certificate of Incorporation or these By-Laws required to be taken or done by the stockholders.

**Section 3.02 Number.** The number of directors shall be as fixed from time to time by the Board of Directors.

**Section 3.03 Election and Term of Directors.** At each annual meeting of the stockholders, the stockholders shall elect directors to hold office until the next annual meeting. Each director shall hold office until the expiration of such term and until his successor, if any, has been elected and qualified, or until his earlier resignation or removal.

**Section 3.04 Annual and Regular Meetings.** The annual meeting of the Board of Directors shall be held promptly after the annual meeting of stockholders, and regular meetings of the Board of Directors may be held at such times as the Board of Directors may from time to time determine. No notice shall be required for the annual or any regular meeting of the Board of Directors.

**Section 3.05 Special Meetings.** Special meetings of the Board of Directors may be called by the Chief Executive Officer or the President, as the case may be, by an officer of the corporation who is also a director or by any two directors, upon one day's notice to each director either personally or by mail, telephone, telecopier, telegraph or electronically, and if by telephone, telecopier, electronically or telegraph confirmed in writing before or

after the meeting, setting forth the time and place of such meeting. Notice of any special meeting need not be given, however, to any director who submits a signed waiver of notice, before or after the meeting, or who attends the meeting without objecting to the transaction of business.

**Section 3.06 Place of Meetings.** (a) The Board of Directors may hold its meetings, regular or special, at such places, either within or outside the State of Texas, as it may from time to time determine or as shall be set forth in any notice of such meeting.

(b) Any meeting of the Board of Directors may be held by means of conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other, and such participation shall constitute presence at the meeting.

**Section 3.07 Adjourned Meetings.** A majority of the directors present, whether or not a quorum, may adjourn any meeting of the Board of Directors to another time and place. Notice of such adjourned meeting need not be given if the time and place thereof are announced at the meeting at which the adjournment is taken.

**Section 3.08 Quorum of Directors.** A majority of the total number of directors shall constitute a quorum for the transaction of business. The total number of directors means the number of directors the Corporation would have if there were no vacancies.

**Section 3.09 Action of the Board of Directors.** The vote of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the question or action is one upon which a different vote is required by express provision of statute, the Certificate of Incorporation or these By-Laws, in which case such provision shall govern the vote on the decision of such question or action. Each director present shall have one vote.

**Section 3.10 Action by Written Consent of Directors.** Any action required or permitted to be taken at any meeting of the Board of Directors or of any committee thereof may be taken without a meeting, if a written consent thereto is signed by all members of the Board of Directors or of such committee, and such written consent is filed with the minutes of proceedings of the Board of Directors or committee.

**Section 3.11 Resignation.** A director may resign at any time by giving written notice to the Board of Directors, the Chief Executive Officer or the President, as the case may be, or the Secretary of the Corporation. Unless otherwise specified in the notice, the resignation shall take effect upon receipt by the Board of Directors or such officer, and acceptance of the resignation shall not be necessary.

**Section 3.12 Removal of Directors.** Any or all of the directors may be removed with or without cause by the stockholders.

**Section 3.13 Newly Created Directorships and Vacancies.** Newly created directorships resulting from an increase in the number of directors or vacancies occurring in the Board of Directors for any reason except the removal of directors without cause may be filled

by a vote of the majority of the directors then in office, although less than a quorum. Vacancies occurring by reason of the removal of directors without cause shall be filled by a vote of the stockholders. A director elected to fill a newly created directorship or to fill any vacancy shall hold office until the next annual meeting of stockholders, and until his successor, if any, has been elected and qualified.

**Section 3.14 Chairman.** At all meetings of the Board of Directors the Chairman of the Board or, if one has not been elected or appointed or in his absence, a chairman chosen by the directors present at such meeting, shall preside.

**Section 3.15 Committees Appointed by the Board of Directors.** The Board of Directors may, by resolution passed by a majority of the entire Board of Directors or by written consent of all of the directors, designate one or more committees, each committee to consist of one or more of the directors. The Board may also designate one or more directors as alternate members of any committee who may replace any absent or disqualified committee member at any committee meeting. Any such committee, to the extent provided in the resolution, except as restricted by law, shall have and may exercise the powers of the Board of Directors in the management of the affairs, business and property of the Corporation, and may authorize the seal of the Corporation to be affixed to all papers which may require it.

**Section 3.16 Compensation.** No compensation shall be paid to directors, as such, for their services, but the Board of Directors may authorize payment of an annual retainer and/or fixed sum and expenses for attendance at each annual, regular or special meeting of the Board of Directors. Nothing herein contained shall be construed to preclude any director from serving the corporation in any other capacity and receiving compensation therefor.

#### ARTICLE IV OFFICERS

**Section 4.01 Offices, Election and Term.** (a) At its annual meeting the Board of Directors shall elect or appoint (i) a Chief Executive Officer or President, as the case may be, and (ii) a Secretary, and may, in addition, elect or appoint at any time such other officers as it may determine. Any number of offices may be held by the same person.

(b) Unless otherwise specified by the Board of Directors, each officer shall be elected or appointed to hold office until the annual meeting of the Board of Directors next following his election or appointment and until his successor, if any, has been elected or appointed and qualified, or until his earlier resignation or removal.

(c) Any officer may resign at any time by giving written notice to the Board of Directors, the Chief Executive Officer or the President, as the case may be, or the Secretary of the Corporation. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof, and the acceptance of the resignation shall not be necessary to make it effective.

(d) Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors with or without cause. Any vacancy occurring in any office by reason of death, resignation, removal or otherwise may be filled by the Board of Directors.

**Section 4.02 Powers and Duties.** The officers, agents and employees of the corporation shall each have such powers and perform such duties in the management of the affairs, property and business of the Corporation, subject to the control of and limitation by the Board of Directors, as generally pertain to their respective offices, as well as such powers and duties as may be authorized from time to time by the Board of Directors.

**Section 4.03 Sureties and Bonds.** If the Board of Directors shall so require, any officer, agent or employee of the Corporation shall furnish to the Corporation a bond in such sum and with such surety or sureties as the Board of Directors may direct, conditioned upon the faithful performance of his duties to the Corporation and including responsibility for negligence and for the accounting for all property, funds or securities of the corporation which may come into his hands.

## **ARTICLE V** **CERTIFICATES AND TRANSFER OF SHARES**

**Section 5.01 Certificates.** Unless otherwise provided pursuant to the General Corporation Law of the State of Texas, the shares of stock of the Corporation shall be represented by certificates, as provided by the General Corporation Law of the State of Texas. They shall be numbered and entered in the books of the Corporation as they are issued.

**Section 5.02 Lost or Destroyed Certificates.** The Board of Directors may in its discretion authorize the issuance of a new certificate or certificates in place of any certificate or certificates theretofore issued by the Corporation, alleged to have been lost, stolen or destroyed. As a condition of such issuance, the Board of Directors may require, either generally or in each case, the record holder of such certificates, or his legal representative, to furnish an affidavit setting forth the facts of such alleged loss, theft or destruction, together with proof of advertisement of the alleged loss, theft or destruction, and a bond with such surety and in such form and amount as the Board may specify indemnifying the Corporation, any transfer agent and registrar against any claim against any of them relating to such lost, stolen or destroyed certificates.

**Section 5.03 Transfer of Shares.** (a) Upon surrender to the Corporation or the transfer agent of the Corporation of a certificate for shares or other securities of the Corporation duly endorsed or accompanied by proper evidence of succession, assignment or authority to transfer, the corporation shall issue a new certificate to the person entitled thereto, and cancel the old certificate, except to the extent the Corporation or such transfer agent may be prevented from so doing by law, by the order or process of any court of competent jurisdiction, or under any valid restriction on transfer imposed by the Certificate of Incorporation, these By-Laws, or agreement of security holders. Every such transfer shall be entered on the transfer books of the Corporation.

(b) The Corporation shall be entitled to treat the holder of record of any share or other security of the Corporation as the holder in fact thereof and shall not be bound to recognize any equitable or other claim to or interest in such share or security on the part of any other person whether or not it shall have express or other notice thereof, except as expressly provided by law.

## ARTICLE VI INDEMNIFICATION

**Section 6.01 Indemnification.** The Corporation shall indemnify the directors, officers, agents and employees of the Corporation in the manner and to the full extent provided in the General Corporation Law of the State of Texas. Such indemnification may be in addition to any other rights to which any person seeking indemnification may be entitled under any agreement, vote of stockholders or directors, any provision of these By-Laws or otherwise. The directors, officers, employees and agents of the Corporation shall be fully protected individually in making or refusing to make any payment or in taking or refusing to take any other action under this Article VI in reliance upon the advice of counsel.

## ARTICLE VII MISCELLANEOUS

**Section 7.01 Corporate Seal.** The seal of the Corporation shall be circular in form and bear the name of the Corporation, the year of its organization and the words, "Corporate Seal, Texas". The seal of the certificates for shares or any corporate obligation for the payment of money, or on any other instrument, may be a facsimile, engraved, printed or otherwise reproduced.

**Section 7.02 Execution of Instruments.** All corporate instruments and documents shall be signed or countersigned, executed, and, if desired, verified or acknowledged by a proper officer or officers or such other person or persons as the Board of Directors may from time to time designate.

**Section 7.03 Fiscal Year.** The fiscal year of the Corporation shall be as determined by the Board of Directors.

## ARTICLE VIII AMENDMENTS

**Section 8.01 Amendments.** These By-Laws may be altered, amended or repealed from time to time by the stockholders or by the Board of Directors without the assent or vote of the stockholders.

**CERTIFICATE OF SECRETARY**

**OF**

**Swartz IP Services Group Inc.  
A Texas Corporation**

I am the duly elected, qualified and acting Secretary of Swartz IP Services Group Inc., a Texas corporation, and certify that the foregoing Bylaws were adopted as the Bylaws of the Corporation as of December 02, 2010 by the Director of the Corporation.

Dated: As of December 02, 2010



\_\_\_\_\_  
David Bergstein, Secretary

**IRS** DEPARTMENT OF THE TREASURY  
INTERNAL REVENUE SERVICE  
CINCINNATI OH 45999-0023

Date of this notice: 11-10-2011

Employer Identification Number:  
[REDACTED] 6794

Form: SS-4

Number of this notice: CP 575 A

SWARTZ IP SERVICES GROUP INC  
2425 COLORADO AVE STE 205  
SANTA MONICA, CA 90404

For assistance you may call us at:  
1-800-829-4933

IF YOU WRITE, ATTACH THE  
STUB AT THE END OF THIS NOTICE.

WE ASSIGNED YOU AN EMPLOYER IDENTIFICATION NUMBER

Thank you for applying for an Employer Identification Number (EIN). We assigned you EIN [REDACTED] 6794. This EIN will identify you, your business accounts, tax returns, and documents, even if you have no employees. Please keep this notice in your permanent records.

When filing tax documents, payments, and related correspondence, it is very important that you use your EIN and complete name and address exactly as shown above. Any variation may cause a delay in processing, result in incorrect information in your account, or even cause you to be assigned more than one EIN. If the information is not correct as shown above, please make the correction using the attached tear off stub and return it to us.

Based on the information received from you or your representative, you must file the following form(s) by the date(s) shown.

Form 1120

11/10/2011

After our review of your information, we have determined that you have not filed tax returns for the above-mentioned tax period(s) dating as far back as 2011. Please file your return(s) by 11/25/2011. If there is a balance due on the return(s), penalties and interest will continue to accumulate from the due date of the return(s) until it is filed and paid. If you were not in business or did not hire any employees for the tax period(s) in question, please file the return(s) showing you have no liabilities.

If you have questions about the form(s) or the due date(s) shown, you can call us at the phone number or write to us at the address shown at the top of this notice. If you need help in determining your annual accounting period (tax year), see Publication 538, *Accounting Periods and Methods*.

We assigned you a tax classification based on information obtained from you or your representative. It is not a legal determination of your tax classification, and is not binding on the IRS. If you want a legal determination of your tax classification, you may request a private letter ruling from the IRS under the guidelines in Revenue Procedure 2004-1, 2004-1 I.R.B. 1 (or superseding Revenue Procedure for the year at issue). Note: Certain tax classification elections can be requested by filing Form 8832, *Entity Classification Election*. See Form 8832 and its instructions for additional information.

**IMPORTANT INFORMATION FOR S CORPORATION ELECTION:**

If you intend to elect to file your return as a small business corporation, an election to file a Form 1120-S must be made within certain timeframes and the corporation must meet certain tests. All of this information is included in the instructions for Form 2553, *Election by a Small Business Corporation*.

(IRS USE ONLY) 575A

11-10-2011 SWAR B 9999999999 SS-4

If you are required to deposit for employment taxes (Forms 941, 943, 940, 944, 945, CT-1, or 1042), excise taxes (Form 720), or income taxes (Form 1120), you will receive a Welcome Package shortly, which includes instructions for making your deposits electronically through the Electronic Federal Tax Payment System (EFTPS). A Personal Identification Number (PIN) for EFTPS will also be sent to you under separate cover. Please activate the PIN once you receive it, even if you have requested the services of a tax professional or representative. For more information about EFTPS, refer to Publication 966, Electronic Choices to Pay All Your Federal Taxes. If you need to make a deposit immediately, you will need to make arrangements with your Financial Institution to complete a wire transfer.

The IRS is committed to helping all taxpayers comply with their tax filing obligations. If you need help completing your returns or meeting your tax obligations, Authorized e-file Providers, such as Reporting Agents (payroll service providers) are available to assist you. Visit the IRS Web site at [www.irs.gov](http://www.irs.gov) for a list of companies that offer IRS e-file for business products and services. The list provides addresses, telephone numbers, and links to their Web sites.

To obtain tax forms and publications, including those referenced in this notice, visit our Web site at [www.irs.gov](http://www.irs.gov). If you do not have access to the Internet, call 1-800-829-3676 (TTY/TDD 1-800-829-4059) or visit your local IRS office.

**IMPORTANT REMINDERS:**

- \* Keep a copy of this notice in your permanent records. This notice is issued only one time and the IRS will not be able to generate a duplicate copy for you.
- \* Use this EIN and your name exactly as they appear at the top of this notice on all your federal tax forms.
- \* Refer to this EIN on your tax-related correspondence and documents.

If you have questions about your EIN, you can call us at the phone number or write to us at the address shown at the top of this notice. If you write, please tear off the stub at the bottom of this notice and send it along with your letter. If you do not need to write us, do not complete and return the stub. Thank you for your cooperation.

Keep this part for your records.

CP 575 A (Rev. 7-2007)

Return this part with any correspondence so we may identify your account. Please correct any errors in your name or address.

CP 575 A

9999999999

Your Telephone Number Best Time to Call DATE OF THIS NOTICE: 11-10-2011  
(      ) - EMPLOYER IDENTIFICATION NUMBER: 6794  
\_\_\_\_\_  
FORM: SS-4 NOBOD

INTERNAL REVENUE SERVICE  
CINCINNATI OH 45999-0023

SWARTZ IP SERVICES GROUP INC  
2425 COLORADO AVE STE 205  
SANTA MONICA, CA 90404



## TEXAS COMPTROLLER OF PUBLIC ACCOUNTS

SUSAN COMBS • COMPTROLLER • AUSTIN, TEXAS 78774

November 10, 2011

### CERTIFICATE OF ACCOUNT STATUS

THE STATE OF TEXAS  
COUNTY OF TRAVIS

I, Susan Combs, Comptroller of Public Accounts of the State of Texas, DO  
HEREBY CERTIFY that according to the records of this office

SWARTZ IP SERVICES GROUP INC.

is, as of this date, in good standing with this office having no franchise  
tax reports or payments due at this time. This certificate is valid through  
the date that the next franchise tax report will be due May 15, 2012.

This certificate does not make a representation as to the status of the  
entity's registration, if any, with the Texas Secretary of State.

This certificate is valid for the purpose of conversion when the converted  
entity is subject to franchise tax as required by law. This certificate is  
not valid for any other filing with the Texas Secretary of State.

GIVEN UNDER MY HAND AND  
SEAL OF OFFICE in the City of  
Austin, this 10th day of  
November 2011 A.D.

Susan Combs  
Texas Comptroller

Taxpayer number: [REDACTED]  
File number: 0801350138

Form 05-304 (Rev. 12-07-17)

**RESOLUTIONS ADOPTED BY SOLE DIRECTOR  
OF  
SWARTZ IP SERVICES GROUP INC..**

The undersigned, being the sole Director hereby adopts the following resolutions:

(1) RESOLVED, that the following persons be and they hereby are, elected to the designated offices of the Corporation, to serve until their successors are elected and qualify:

President: David Bergstein

Secretary: David Bergstein

(2) RESOLVED, that all the acts taken and resolutions adopted by the Incorporation Director are, approved, ratified and adopted.

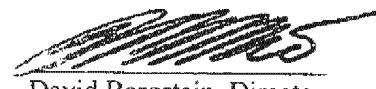
(3) RESOLVED, that the specimen form of certificate annexed hereto be, and it hereby is, approved and adopted as the certificate representing the shares of this Corporation.

(4) RESOLVED, that the Secretarial Certificate annexed hereto reflecting the banking arrangements of the Corporation be, and it hereby is approved and the resolutions set forth therein adopted;

(5) RESOLVED, that the Corporation issue and deliver to the person or persons identified on Schedule A upon receipt of the consideration therefore, one or more certificates representing the number of shares of the Corporation described in Schedule A; and it was further;

(6) RESOLVED, that the Officers of the Corporation be, and they hereby are, authorized, empowered and directed to take any and all steps, and to execute and deliver any and all instruments in connection with consummating the transaction contemplated by the aforesaid proposal and in connection with carrying the foregoing resolutions into effect.

Dated: As of December 2, 2010



David Bergstein, Director

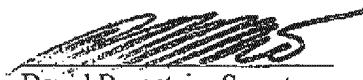
**BANKING RESOLUTIONS**

WHEREAS, the Board of Directors has determined it to be in the best interest of the Corporation to establish a banking resolution with Deutsche Bank, be it:

RESOLVED, that the Corporation execute and deliver to said bank a duly signed original of the completed banking resolution as is annexed thereto, and that the authority to transact business, including but not limited to the maintenance of savings, checking and other accounts as well as borrowing by the Corporation, shall be as contained in said resolution with the named officers therein authorized to so act on behalf of the Corporation as specified hereto.

The undersigned hereby certifies that he/she is the duly elected and qualified Secretary and the custodian of the books and records and seal of a corporation duly formed pursuant to the laws of the state of and that the foregoing is a true record of a resolution duly adopted at a meeting of the and that said meeting was held in accordance with state law and the Bylaws of the above-named Corporation on , and that said resolution is now in full force and effect without modification or rescission.

IN WITNESS WHEREOF, I have executed my name as Secretary and have hereunto affixed the corporate seal of the above-named Corporation this 9th day, of November 2011.



David Bergstein, Secretary

**Schedule A**

<b><u>Name of Stockholder</u></b>	<b><u># of Shares</u></b>	<b><u>Consideration</u></b>
Jerry Swartz	1,000	\$1.00
Owari Opus, Inc.	1,000	\$1.00

RESOLUTIONS ADOPTED BY SOLE DIRECTOR  
OF  
SWARTZ IP SERVICES GROUP INC.

The undersigned, being the sole Director hereby adopts the following resolutions:

- (1) RESOLVED, that the Secretarial Certificate annexed hereto reflecting the banking arrangements of the Corporation be, and it hereby is approved and the resolutions set forth therein adopted;
- (2) RESOLVED, that the Corporation issue and deliver to the person or persons identified on the Amended Schedule A upon receipt of the consideration therefore (and pursuant to any other agreements between the Corporation and the respective parties), one or more certificates representing the number of shares of the Corporation described in Schedule A, and it was further;
- (3) RESOLVED, that the Officers of the Corporation be, and they hereby are, authorized, empowered and directed to take any and all steps, and to execute and deliver any and all instruments in connection with consummating the transaction contemplated by the aforesaid proposal and in connection with carrying the foregoing resolutions into effect.

Dated: November 11, 2011

  
David Bergstein, Director

**BANKING RESOLUTIONS**

WHEREAS, the Board of Directors has determined it to be in the best interest of the Corporation to establish a banking resolution with Deutsche Bank Alex Brown, be it:

RESOLVED, that the Corporation execute and deliver to said bank a duly signed original of the completed banking resolution as is annexed thereto, and that the authority to transact business, including but not limited to the maintenance of savings, checking and other accounts as well as borrowing by the Corporation, shall be as contained in said resolution with the named officers therein authorized to so act on behalf of the Corporation as specified hereto.

The undersigned hereby certifies that he/she is the duly elected and qualified Secretary and the custodian of the books and records and seal of a corporation duly formed pursuant to the laws of the state of and that the foregoing is a true record of a resolution duly adopted at a meeting of the and that said meeting was held in accordance with state law and the Bylaws of the above-named Corporation and that said resolution is now in full force and effect without modification or rescission.

IN WITNESS WHEREOF, I have executed my name as Secretary and have hereunto affixed the corporate seal of the above-named Corporation this 11<sup>th</sup> day of November 2011.

  
David Bergstein, Secretary

Amended Schedule A

<u>Name of Stockholder</u>	<u># of Shares</u>	<u>Consideration</u>
Jerry Swartz	1,000	\$1.00
Owari Opus, Inc.	7,000	\$1.00

**WAIVER OF NOTICE OF FIRST MEETING  
OF STOCKHOLDERS  
OF  
OWARI OPUS INC.**

We, the undersigned, being all of the Stockholders of the Corporation, hereby agree and consent that the First Meeting of Stockholders of the Corporation be held on the date and time, and at the place designated hereunder, and do hereby waive all notice whatsoever of such meeting and of any adjournment or adjournments thereof.

We, do further agree and consent that any and all lawful business may be transacted at such meeting, or at any adjournment or adjournments thereof, as may be deemed advisable by any stockholder present thereat. Any business transacted at such meeting, or at any adjournment or adjournments thereof, shall be as valid and legal and of the same force and effect as if such meeting or adjourned meeting were held after notice.

Place of Meeting: 2425 Colorado Blvd., Suite B-205, Santa Monica, CA 90404

Date of Meeting: November 1, 2010

Time of Meeting: 1:00pm Pacific Standard Time

Dated: 11/10

  
David Bergstein  
Sole Stockholder

MINUTES OF ANNUAL MEETING  
OF STOCKHOLDERS  
OF  
OWARI OPUS INC.

The Annual Meeting of the Stockholders of the above-captioned Corporation was held on the date and at the time and place set forth in the written Waiver of Notice signed by the stockholders, fixing such time and place, and prefixed to the minutes of this meeting.

There were present the following stockholders which comprise all of the stockholder of Owari Opus Inc.:

<u>Names of Stockholders</u>	<u>No. of Shares</u>
David Bergstein	100

The meeting was called to order by David Bergstein.

It was moved, seconded and unanimously carried that David Bergstein act as Chairman of the Board of Directors.

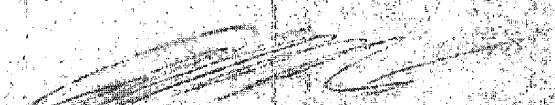
The Chairman then stated that all of the outstanding shares of common stock of the Corporation were represented.

The Chairman noted that it was in order to consider electing a Board of Directors for the ensuing year. Upon nominations duly made, seconded and unanimously carried, the following person(s) were elected as Directors of the Corporation, to serve for a period of one year and until such time as their successors are elected and qualify: David Bergstein.

There being no further business to come before the meeting, upon motion duly made,  
seconded and unanimously carried, it was adjourned.

  
David Bergstein, Secretary

  
Stockholders

  
David Bergstein

BY-LAWS OF  
OWARI OPUS INC.,  
A DELAWARE CORPORATION

ARTICLE I  
OFFICES

**Section 1.01 Offices.** The Corporation shall have its registered office in the State of Delaware, and may have such other offices and places of business within or outside the State of Delaware as the Board of Directors may from time to time determine or the business of the Corporation may require.

ARTICLE II  
STOCKHOLDERS

**Section 2.01 Place of Meetings.** Meetings of stockholders for any purpose may be held at such place or places, either within or outside the State of Delaware, as shall be designated by the Board of Directors, or by the Chief Executive Officer or the President, as the case may be, with respect to meetings called by him.

**Section 2.02 Annual Meeting.** The annual meeting of stockholders shall be held on such date as may be determined by the Board of Directors. At such meeting, the stockholders shall elect a Board of Directors and transact such other business as may properly come before the meeting.

**Section 2.03 Special Meetings.** Special meetings of stockholders may be called at any time by the Board of Directors, a Chief Executive Officer or by the President, as the case may be and shall be called by the Chief Executive Officer or the President or Secretary, as the case may be, at the written request of stockholders owning a majority of the shares of the Corporation then outstanding and entitled to vote.

**Section 2.04 Notice of Meetings.** Written notice of the annual meeting or any special meeting of stock shall be given to each stockholder entitled to vote thereat, not less than ten nor more than sixty days prior to the meeting, except as otherwise required by statute, and shall state the time and place and, in the case of a special meeting, the purpose or purposes of the meeting. Notice need not be given, however, to any stockholder who submits a signed waiver of notice, before or after the meeting, or who attends the meeting in person or by proxy without objecting to the transaction of business.

**Section 2.05 Quorum.** At all meetings of stockholders, the holders of a majority of the stock issued and outstanding and entitled to vote thereat, present in person or represented by proxy, shall constitute a quorum for the transaction of business, except as otherwise provided by statute, the Certificate of Incorporation or these By-Laws. When a quorum is once present to organize a meeting, it is not broken by the subsequent withdrawal of any

stockholder.

**Section 2.06 Voting.** (a) At all meetings of stockholders, each stockholder having the right to vote thereat may vote in person or by proxy, and, unless otherwise provided in the Certificate of Incorporation or in any resolution providing for the issuance of any class or series of stock adopted by the Board of Directors pursuant to authority vested in the Board by the Certificate of Incorporation, shall have one vote for each share of stock registered in his name. Election of directors shall be by written ballot.

(b) When a quorum is once present at any meeting of stockholders, a majority of the votes cast, whether in person or represented by proxy, shall decide any question or proposed action brought before such meeting, except for the election of directors, who shall be elected by a plurality of the votes cast, or unless the question or action is one upon which a different vote is required by express provision of statute, the Certificate of Incorporation or these By-Laws or an agreement among stockholders, in which case such provision shall govern the vote on the decision of such question or action.

**Section 2.07 Adjourned Meetings.** Any meeting of stockholders may be adjourned to a designated time and place by a vote of a majority in interest of the stockholders present in person or by proxy and entitled to vote, even though less than a quorum is present, or by the Chief Executive Officer or the President, as the case may be if a quorum of stockholders is not present. No notice of such adjourned meeting need be given, other than by announcement at the meeting at which adjournment is taken, and any business may be transacted at the adjourned meeting which might have been transacted at the meeting as originally called. However, if such adjournment is for more than thirty days, or if after such adjournment a new record date is fixed for the adjourned meeting, a notice of the adjourned meeting shall be given to each stockholder of record entitled to vote at such meeting.

**Section 2.08 Action by Written Consent of Stockholders.** Any action of the stockholders required or permitted to be taken at any regular or special meeting thereof may be taken without any such meeting, notice of meeting or vote if a consent in writing setting forth the action thereby taken is signed by the holders of outstanding stock having not less than the number of votes that would have been necessary to authorize such action at a meeting at which all shares entitled to vote were present and voted. Prompt notice of the taking of any such action shall be given to any stockholders entitled to vote who have not so consented in writing.

**Section 2.09 Stockholders of Record.** (a) The stockholders from time to time entitled to notice of or to vote at any meeting of stockholders or any adjournment thereof, or to express consent to any corporate action without a meeting, or entitled to receive payment of any dividend or other distribution or the allotment of any rights, or entitled to exercise any rights in respect of any change, conversion or exchange of stock or for the purpose of any other lawful action, shall be the stockholders of record as of the close of business on a date fixed by the Board of Directors as the record date for any such purpose. Such a record date shall not precede the date upon which the resolution fixing the record date is adopted by the Board of Directors, and shall not, with respect to stockholder meetings, be

more than sixty days nor less than ten days before the date of such meeting, or, with respect to stockholder consents, more than ten days after the date upon which the resolution fixing the record date is adopted by the Board of Directors.

(b) If the Board of Directors does not fix a record date, (i) the record date for the determination of stockholders entitled to notice of or to vote at a meeting of stockholders shall be as of the close of business on the day next preceding the day on which notice of such meeting is given, or, if notice is waived as provided herein, on the day next preceding the day on which the meeting is held; (ii) the record date for determining stockholders entitled to express consent to corporate action in writing without a meeting, where no prior action by the Board of Directors is necessary, shall be the close of business on the day on which the first signed written consent setting forth the action taken or proposed to be taken is delivered to the Corporation; and (iii) the record date for determining stockholders for any other purpose shall be at the close of business on the day on which the resolution of the Board of Directors relating thereto is adopted.

### **ARTICLE III DIRECTORS**

**Section 3.01 Board of Directors.** The management of the affairs, property and business of the Corporation shall be vested in a Board of Directors, the members of which need not be stockholders. In addition to the power and authority expressly conferred upon it by these By-Laws and the Certificate of Incorporation, the Board of Directors may take any action and do all such lawful acts and things on behalf of the Corporation and as are not by statute or by the Certificate of Incorporation or these By-Laws required to be taken or done by the stockholders.

**Section 3.02 Number.** The number of directors shall be as fixed from time to time by the Board of Directors.

**Section 3.03 Election and Term of Directors.** At each annual meeting of the stockholders, the stockholders shall elect directors to hold office until the next annual meeting. Each director shall hold office until the expiration of such term and until his successor, if any, has been elected and qualified, or until his earlier resignation or removal.

**Section 3.04 Annual and Regular Meetings.** The annual meeting of the Board of Directors shall be held promptly after the annual meeting of stockholders, and regular meetings of the Board of Directors may be held at such times as the Board of Directors may from time to time determine. No notice shall be required for the annual or any regular meeting of the Board of Directors.

**Section 3.05 Special Meetings.** Special meetings of the Board of Directors may be called by the Chief Executive Officer or the President, as the case may be, by an officer of the corporation who is also a director or by any two directors, upon one day's notice to each director either personally or by mail, telephone, telecopier, telegraph or electronically, and if by telephone, telecopier, electronically or telegraph confirmed in writing before or

after the meeting, setting forth the time and place of such meeting. Notice of any special meeting need not be given, however, to any director who submits a signed waiver of notice, before or after the meeting, or who attends the meeting without objecting to the transaction of business.

**Section 3.06 Place of Meetings.** (a) The Board of Directors may hold its meetings, regular or special, at such places, either within or outside the State of Delaware, as it may from time to time determine or as shall be set forth in any notice of such meeting.

(b) Any meeting of the Board of Directors may be held by means of conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other, and such participation shall constitute presence at the meeting.

**Section 3.07 Adjourned Meetings.** A majority of the directors present, whether or not a quorum, may adjourn any meeting of the Board of Directors to another time and place. Notice of such adjourned meeting need not be given if the time and place thereof are announced at the meeting at which the adjournment is taken.

**Section 3.08 Quorum of Directors.** A majority of the total number of directors shall constitute a quorum for the transaction of business. The total number of directors means the number of directors the Corporation would have if there were no vacancies.

**Section 3.09 Action of the Board of Directors.** The vote of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the question or action is one upon which a different vote is required by express provision of statute, the Certificate of Incorporation or these By-Laws, in which case such provision shall govern the vote on the decision of such question or action. Each director present shall have one vote.

**Section 3.10 Action by Written Consent of Directors.** Any action required or permitted to be taken at any meeting of the Board of Directors or of any committee thereof may be taken without a meeting, if a written consent thereto is signed by all members of the Board of Directors or of such committee, and such written consent is filed with the minutes of proceedings of the Board of Directors or committee.

**Section 3.11 Resignation.** A director may resign at any time by giving written notice to the Board of Directors, the Chief Executive Officer or the President, as the case may be, or the Secretary of the Corporation. Unless otherwise specified in the notice, the resignation shall take effect upon receipt by the Board of Directors or such officer, and acceptance of the resignation shall not be necessary.

**Section 3.12 Removal of Directors.** Any or all of the directors may be removed with or without cause by the stockholders.

**Section 3.13 Newly Created Directorships and Vacancies.** Newly created directorships resulting from an increase in the number of directors or vacancies occurring in the Board of Directors for any reason except the removal of directors without cause may be filled

by a vote of the majority of the directors then in office, although less than a quorum. Vacancies occurring by reason of the removal of directors without cause shall be filled by a vote of the stockholders. A director elected to fill a newly created directorship or to fill any vacancy shall hold office until the next annual meeting of stockholders, and until his successor, if any, has been elected and qualified.

**Section 3.14 Chairman.** At all meetings of the Board of Directors the Chairman of the Board or, if one has not been elected or appointed or in his absence, a chairman chosen by the directors present at such meeting, shall preside.

**Section 3.15 Committees Appointed by the Board of Directors.** The Board of Directors may, by resolution passed by a majority of the entire Board of Directors or by written consent of all of the directors, designate one or more committees, each committee to consist of one or more of the directors. The Board may also designate one or more directors as alternate members of any committee who may replace any absent or disqualified committee member at any committee meeting. Any such committee, to the extent provided in the resolution, except as restricted by law, shall have and may exercise the powers of the Board of Directors in the management of the affairs, business and property of the Corporation, and may authorize the seal of the Corporation to be affixed to all papers which may require it.

**Section 3.16 Compensation.** No compensation shall be paid to directors, as such, for their services, but the Board of Directors may authorize payment of an annual retainer and/or fixed sum and expenses for attendance at each annual, regular or special meeting of the Board of Directors. Nothing herein contained shall be construed to preclude any director from serving the corporation in any other capacity and receiving compensation therefor.

#### **ARTICLE IV OFFICERS**

**Section 4.01 Offices, Election and Term.** (a) At its annual meeting the Board of Directors shall elect or appoint (i) a Chief Executive Officer or President, as the case may be, and (ii) a Secretary, and may, in addition, elect or appoint at any time such other officers as it may determine. Any number of offices may be held by the same person.

(b) Unless otherwise specified by the Board of Directors, each officer shall be elected or appointed to hold office until the annual meeting of the Board of Directors next following his election or appointment and until his successor, if any, has been elected or appointed and qualified, or until his earlier resignation or removal.

(c) Any officer may resign at any time by giving written notice to the Board of Directors, the Chief Executive Officer or the President, as the case may be, or the Secretary of the Corporation. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof, and the acceptance of the resignation shall not be necessary to make it effective.

(d) Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors with or without cause. Any vacancy occurring in any office by reason of death, resignation, removal or otherwise may be filled by the Board of Directors.

**Section 4.02 Powers and Duties.** The officers, agents and employees of the corporation shall each have such powers and perform such duties in the management of the affairs, property and business of the Corporation, subject to the control of and limitation by the Board of Directors, as generally pertain to their respective offices, as well as such powers and duties as may be authorized from time to time by the Board of Directors.

**Section 4.03 Sureties and Bonds.** If the Board of Directors shall so require, any officer, agent or employee of the Corporation shall furnish to the Corporation a bond in such sum and with such surety or sureties as the Board of Directors may direct, conditioned upon the faithful performance of his duties to the Corporation and including responsibility for negligence and for the accounting for all property, funds or securities of the corporation which may come into his hands.

## **ARTICLE V** **CERTIFICATES AND TRANSFER OF SHARES**

**Section 5.01 Certificates.** Unless otherwise provided pursuant to the General Corporation Law of the State of Delaware, the shares of stock of the Corporation shall be represented by certificates, as provided by the General Corporation Law of the State of Delaware. They shall be numbered and entered in the books of the Corporation as they are issued.

**Section 5.02 Lost or Destroyed Certificates.** The Board of Directors may in its discretion authorize the issuance of a new certificate or certificates in place of any certificate or certificates theretofore issued by the Corporation, alleged to have been lost, stolen or destroyed. As a condition of such issuance, the Board of Directors may require, either generally or in each case, the record holder of such certificates, or his legal representative, to furnish an affidavit setting forth the facts of such alleged loss, theft or destruction, together with proof of advertisement of the alleged loss, theft or destruction, and a bond with such surety and in such form and amount as the Board may specify indemnifying the Corporation, any transfer agent and registrar against any claim against any of them relating to such lost, stolen or destroyed certificates.

**Section 5.03 Transfer of Shares.** (a) Upon surrender to the Corporation or the transfer agent of the Corporation of a certificate for shares or other securities of the Corporation duly endorsed or accompanied by proper evidence of succession, assignment or authority to transfer, the corporation shall issue a new certificate to the person entitled thereto, and cancel the old certificate, except to the extent the Corporation or such transfer agent may be prevented from so doing by law, by the order or process of any court of competent jurisdiction, or under any valid restriction on transfer imposed by the Certificate of Incorporation, these By-Laws, or agreement of security holders. Every such transfer shall be entered on the transfer books of the Corporation.

(b) The Corporation shall be entitled to treat the holder of record of any share or other security of the Corporation as the holder in fact thereof and shall not be bound to recognize any equitable or other claim to or interest in such share or security on the part of any other person whether or not it shall have express or other notice thereof, except as expressly provided by law.

## ARTICLE VI INDEMNIFICATION

**Section 6.01 Indemnification.** The Corporation shall indemnify the directors, officers, agents and employees of the Corporation in the manner and to the full extent provided in the General Corporation Law of the State of Delaware. Such indemnification may be in addition to any other rights to which any person seeking indemnification may be entitled under any agreement, vote of stockholders or directors, any provision of these By-Laws or otherwise. The directors, officers, employees and agents of the Corporation shall be fully protected individually in making or refusing to make any payment or in taking or refusing to take any other action under this Article VI in reliance upon the advice of counsel.

## ARTICLE VII MISCELLANEOUS

**Section 7.01 Corporate Seal.** The seal of the Corporation shall be circular in form and bear the name of the Corporation, the year of its organization and the words, "Corporate Seal, Delaware". The seal of the certificates for shares or any corporate obligation for the payment of money, or on any other instrument, may be a facsimile, engraved, printed or otherwise reproduced.

**Section 7.02 Execution of Instruments.** All corporate instruments and documents shall be signed or countersigned, executed, and, if desired, verified or acknowledged by a proper officer or officers or such other person or persons as the Board of Directors may from time to time designate.

**Section 7.03 Fiscal Year.** The fiscal year of the Corporation shall be as determined by the Board of Directors.

## ARTICLE VIII AMENDMENTS

**Section 8.01 Amendments.** These By-Laws may be altered, amended or repealed from time to time by the stockholders or by the Board of Directors without the assent or vote of the stockholders.

## ARTICLE IX STOCKHOLDERS AGREEMENT

**Section 9.01 Stockholders Agreement.** Should the Corporation at any time, or from time to time, be party to a stockholders agreement (a "Stockholders Agreement"), then notwithstanding anything to the contrary contained in these By-Laws, in the event of any conflict between any provision of such Stockholders Agreement and any provision of these By-Laws, such conflicting provision of the Stockholders Agreement shall be incorporated herein as a By-Law and shall control.

**CERTIFICATE OF SECRETARY**

**OF**

**Owari Opus Inc.  
A Delaware Corporation**

I am the duly elected, qualified and acting Secretary of Owari Opus Inc., a Delaware corporation, and certify that the foregoing Bylaws were adopted as the Bylaws of the Corporation as of October 21, 2010 by the Director of the Corporation.

Dated: As of October 21, 2010

  
\_\_\_\_\_  
David Bergstein, Secretary

WF0000350

# Delaware

PAGE 1

*The First State*

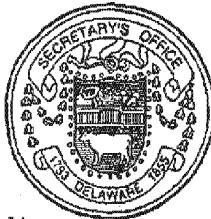
I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "OWARI OPUS INC.", FILED IN THIS OFFICE ON THE TWENTY-FIRST DAY OF OCTOBER, A.D. 2010, AT 6:15 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

4888031 8100

101018134

You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)



  
Jeffrey W. Bullock, Secretary of State

AUTHENTICATION: 8307633

DATE: 10-25-10

WF0000351

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 06:17 PM 10/21/2010  
FILED 06:15 PM 10/21/2010  
SRV 101018134 ~ 4888031 FILE

## CERTIFICATE OF INCORPORATION

OF

Owari Opus Inc.

(Pursuant to Section 102 of the Delaware General Corporation Law)

**FIRST:** The name of this Corporation: Owari Opus Inc.

**SECOND:** The address of its registered office in the State of Delaware is 1811 Silverside Road, Wilmington, DE 19810 in the County of New Castle. The name of its registered agent at such address is Vcorp Services, LLC

**THIRD:** The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

**FOURTH:** The total number of shares of capital stock which the Corporation shall have authority to issue is: 1000 shares with \$0.0001 par value.

**FIFTH:** The name and mailing address of the incorporator is Danielle Cohen 20 Robert Pitt Drive, Suite 214, Monsey, New York 10952.

I, THE UNDERSIGNED, for the purpose of forming a corporation under the laws of the State of Delaware, do make, file and record this Certificate, and do certify that the facts herein stated are true, and I have accordingly hereunto set my hand this October 21, 2010.

*/s/Danielle Cohen*  
Danielle Cohen,  
Incorporator